

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

IN RE LIBOR-BASED FINANCIAL INSTRUMENTS ANTITRUST LITIGATION	1:11-MD-2262 (NRB) ECF Case
<p>THIS DOCUMENT RELATES TO:</p> <p>JOSEPH AMABILE, et al., Plaintiffs, v. BANK OF AMERICA CORPORATION, et al., Defendants.</p> <p>BAY AREA TOLL AUTHORITY, Plaintiff, v. BANK OF AMERICA CORPORATION, et al., Defendants.</p> <p>CEMA JOINT VENTURE, Plaintiff, v. CHARTER ONE BANK, N.A., et al., Defendants.</p> <p>THE CHARLES SCHWAB CORPORATION, et al., Plaintiffs, v. BANK OF AMERICA CORPORATION, et al., Defendants.</p> <p>CITY OF HOUSTON, Plaintiff, v. BANK OF AMERICA CORPORATION, et al., Defendants.</p> <p>CITY OF PHILADELPHIA, et al., Plaintiffs. v. BANK OF AMERICA CORPORATION, et al., Defendants.</p> <p>CITY OF RICHMOND, et al.,</p>	<p>No. 13-cv-01700</p> <p>No. 14-cv-03094</p> <p>No. 13-cv-05511</p> <p>No. 13-cv-07005</p> <p>No. 13-cv-05616</p> <p>No. 13-cv-06020</p>

Plaintiffs, v. BANK OF AMERICA CORPORATION, et al., Defendants.	No. 13-cv-00627
CITY OF RIVERSIDE, et al., Plaintiffs, v. BANK OF AMERICA CORPORATION, et al., Defendants.	No. 13-cv-00597
COUNTY OF MENDOCINO, Plaintiff, v. BANK OF AMERICA CORPORATION, et al., Defendants.	No. 13-cv-08644
COUNTY OF SACRAMENTO, Plaintiff, v. BANK OF AMERICA CORPORATION, et al., Defendants.	No. 13-cv-05569
COUNTY OF SAN DIEGO, Plaintiff, v. BANK OF AMERICA CORPORATION, et al., Defendants.	No. 13-cv-00667
COUNTY OF SAN MATEO, et al., Plaintiffs, v. BANK OF AMERICA CORPORATION, et al., Defendants.	No. 13-cv-00625
COUNTY OF SONOMA, et al., Plaintiffs, v. BANK OF AMERICA CORPORATION, et al., Defendants.	No. 13-cv-05187
DARBY FINANCIAL PRODUCTS, et al., Plaintiffs, v. BARCLAYS BANK PLC, et al., Defendants.	No. 13-cv-08799

<p>EAST BAY MUNICIPAL UTILITY DISTRICT, Plaintiff,</p> <p>v.</p> <p>BANK OF AMERICA CORPORATION, et al., Defendants.</p>	<p>No. 13-cv-00626</p>
<p>FEDERAL DEPOSIT INSURANCE CORPORATION as Receiver for AMCORE BANK, N.A., et al., Plaintiffs,</p> <p>v.</p> <p>BANK OF AMERICA CORP., et al., Defendants.</p>	<p>No. 14-cv-01757</p>
<p>THE FEDERAL HOME LOAN MORTGAGE CORPORATION, Plaintiff,</p> <p>v.</p> <p>BANK OF AMERICA CORPORATION, et al., Defendants.</p>	<p>No. 13-cv-03952</p>
<p>FEDERAL NATIONAL MORTGAGE ASSOCIATION, Plaintiff,</p> <p>v.</p> <p>BARCLAYS BANK PLC, et al., Defendants.</p>	<p>No. 13-cv-03952</p>
<p>GEORGE P. MARAGOS, in his official capacity as the COMPTROLLER OF THE COUNTY OF NASSAU, acting on behalf of the COUNTY OF NASSAU, Plaintiff,</p> <p>v.</p> <p>BANK OF AMERICA CORPORATION, et al., Defendants.</p>	<p>No. 13-cv-20297</p>
<p>NATIONAL CREDIT UNION ADMINISTRATION BOARD as Liquidating Agent for U.S. Central Federal Credit Union, et al., Plaintiff,</p> <p>v.</p> <p>CREDIT SUISSE GROUP AG, et al.,</p>	<p>No. 13-cv-07394</p>

<p>Defendants.</p> <p>PRINCIPAL FINANCIAL GROUP, INC., et al., Plaintiffs,</p> <p>v.</p> <p>BANK OF AMERICA CORPORATION, et al., Defendants.</p>	No. 13-cv-06014
<p>PRINCIPAL FUNDS, INC., et al., Plaintiffs,</p> <p>v.</p> <p>BANK OF AMERICA CORPORATION, et al., Defendants.</p>	No. 13-cv-06013
<p>PRUDENTIAL INVESTMENT PORTFOLIOS 2, et al., Plaintiffs,</p> <p>v.</p> <p>BANK OF AMERICA CORPORATION, et al., Defendants.</p>	No. 14-cv-04189
<p>THE REGENTS OF THE UNIVERSITY OF CALIFORNIA, Plaintiff,</p> <p>v.</p> <p>BANK OF AMERICA CORPORATION, et al., Defendants.</p>	No. 13-cv-05186
<p>SALIX CAPITAL US INC., Plaintiff,</p> <p>v.</p> <p>BANC OF AMERICA SECURITIES LLC, et al., Defendants.</p>	No. 13-cv-04018
<p>SAN DIEGO ASSOCIATION OF GOVERNMENTS, Plaintiff,</p> <p>v.</p> <p>BANK OF AMERICA CORPORATION, et al., Defendants.</p>	No. 13-cv-05221
<p>TRIAXX PRIME CDO 2006-1 LTD., et al., Plaintiffs,</p> <p>v.</p> <p>BANK OF AMERICA CORPORATION, et al.,</p>	No. 14-cv-00146

Defendants.	
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**NOTICE OF DEFENDANTS' MOTION
TO DISMISS DIRECT ACTION CLAIMS**

PLEASE TAKE NOTICE that the undersigned, attorneys for Defendants Banc of America Securities LLC, Bank of America Corporation, Bank of America, N.A., Barclays Bank plc, Barclays Capital Inc., Barclays plc, BBA Enterprises Ltd., BBA Libor Ltd., Bear Stearns Capital Markets, Inc., British Bankers' Association, The Bank of Tokyo-Mitsubishi UFJ, Ltd., Chase Bank USA, N.A., Citi Swapco Inc., Citibank, N.A., Citigroup Financial Products, Inc., Citigroup Funding Inc., Citigroup Global Markets Inc., Citigroup Global Markets Limited, Citigroup, Inc., Coöperatieve Centrale Raiffeisen-Boerenleenbank B.A., Credit Suisse (USA) Inc., Credit Suisse AG, Credit Suisse Group AG, Credit Suisse International, Credit Suisse Securities (USA) LLC, Deutsche Bank AG, Deutsche Bank Securities, Inc., HBOS plc, Hongkong and Shanghai Banking Corporation Ltd., HSBC Bank plc, HSBC Bank USA, N.A., HSBC Finance Corp., HSBC Holdings plc, HSBC Securities (USA) Inc., HSBC USA Inc., JPMorgan Chase & Co., JPMorgan Chase Bank, N.A., J.P. Morgan Markets Ltd. f/k/a Bear Stearns International Ltd., J.P. Morgan Securities LLC f/k/a J.P. Morgan Securities Inc., J.P. Morgan Bank Dublin plc f/k/a Bear Stearns Bank plc, Lloyds Bank plc, Lloyds Banking Group plc, Lloyds TSB Bank plc, Merrill Lynch & Co., Inc., Merrill Lynch Capital Services, Inc., Merrill Lynch International Bank Ltd., Merrill Lynch, Pierce, Fenner & Smith Incorporated, The Norinchukin Bank, Portigon AG (f/k/a WestLB AG), Rabobank International, RBC Capital Markets, LLC, RBS Securities Inc. f/k/a Greenwich Capital Markets, Inc., Royal Bank of Canada, The Royal Bank of Scotland Group plc, The Royal Bank of Scotland plc, Société Générale, UBS AG, UBS Limited, UBS Securities LLC,

and Westdeutsche ImmobilienBank AG, in the above-referenced matter, will move this Court, before the Honorable Naomi Reice Buchwald, United States District Judge for the Southern District of New York, 500 Pearl Street, New York, New York, at a date and time to be determined by this Court, for an order pursuant to Rules 12(b)(2) and 12(b)(6) of the Federal Rules of Civil Procedure dismissing with prejudice, in whole or in part, the claims asserted in the Amended and Consolidated Complaints in the above-captioned actions.

The claims subject to Defendants' motion to dismiss and the relief requested are summarized in the attached Master Appendix and its accompanying Schedules (collectively entitled "Summary of Defendants' Motion to Dismiss" and referred to throughout Defendants' motion papers as "Master Appendix"). The grounds for Defendants' motion to dismiss are set forth in seven memoranda of law referred to in the Master Appendix: (1) Joint Memorandum of Law in Support of Defendants' Motion to Dismiss Direct Action Claims Covered by Prior Rulings ("Prior Rulings Brief"); (2) Memorandum of Law in Support of Defendants' Motion to Dismiss the Fraud and Related Claims in the Direct Actions ("Fraud Brief"); (3) Memorandum of Law in Support of Defendants' Motion to Dismiss the Tortious Interference Claims in the Direct Actions ("Tortious Interference Brief"); (4) Memorandum of Law in Support of Defendants' Motion to Dismiss Direct Action Plaintiffs' UCL and GBL Claims ("Consumer Claims Brief"); (5) Memorandum of Law in Support of Defendants' Motion to Dismiss the Schwab Plaintiffs' Securities Claims with respect to the above-captioned actions *The Charles Schwab Corporation, et al. v. Bank of America Corporation, et al.* (13-cv-7005) ("Schwab Securities Brief"); (6) Memorandum of Law in Support of

Defendants' Motion to Dismiss Direct Action Plaintiffs' Requests for Injunctive, Equitable, and Declaratory Relief ("Injunctive Relief Brief"); (7) Joint Memorandum of Law in Support of Defendants' Motion to Dismiss the Direct Actions for Lack of Personal Jurisdiction ("Personal Jurisdiction Brief") and the accompanying Declarations of Christine N. Bannerman, Brent L. Barton, Nicola S. Black, Dr. Frank Borstelmann, Dominique Bourrinet, Allison Cambria, John Connors, Andrew S. Cooper, Ralph DeSena, Thomas Finlan, Gavin A. Francis, John B. Gaffney, Patrick Gonsalves, William Gougherty, Michelle M. Gregory, Alan B. Kaplan, Tamlyn Ludford, Mary M. McCullough, Kevin P. McKendry, Dara Quinn, Douglas Roseman, Dominick R. Sabella, Pierre Schreiber, Sally Scutt, Andrew Sherman, Rebecca K. Smith, Pamela A. Snell, Osamu Takashima, Elaine Williams, and Joseph B. Wollard, all dated November 5, 2014.

Dated: New York, New York
November 5, 2014

RESPECTFULLY SUBMITTED,

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